

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

In re VERTEX PHARMACEUTICALS)	No. 1:08-cv-10414-RGS
INCORPORATED SECURITIES)	
LITIGATION)	<u>CLASS ACTION</u>
)	
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This Document Relates To:)	
)	
ALL ACTIONS.)	
)	
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JOINT STIPULATION OF VOLUNTARY DISMISSAL WITH PREJUDICE

Lead Plaintiff The City of Fort Myers Police Officers' Retirement System and Defendants Vertex Pharmaceuticals Incorporated ("Vertex" or the "Company"), Joshua S. Boger, Ian F. Smith, John J. Alam, Peter Mueller and Johanna Messina Power (collectively, "Defendants"), through their respective counsel of record, agree and stipulate as follows:

WHEREAS, this action for violation of the Securities Exchange Act of 1934 was first commenced on March 13, 2008, on behalf of Waterford Township Police & Fire Retirement System through the filing of a Class Action Complaint by the Lead Plaintiff's Counsel and Liaison Counsel identified below;

WHEREAS, a second related Class Action Complaint alleging the same claims against the same defendants was filed in this Court on April 18, 2008, on behalf of plaintiff Barbara J. Robinson in Civil Action No. 1:08-cv-10662-RGS;

WHEREAS, this Court, in response to an unopposed motion made in those related class actions, consolidated those actions, appointed the City of Fort Myers Police Officers' Retirement System to act as Lead Plaintiff for purposes of those consolidated class actions, approved the Lead Plaintiff's selection of the Lead Plaintiff's Counsel and Liaison Counsel identified below, and ordered the Lead Plaintiff to file and serve a consolidated amended complaint as the operative complaint in these consolidated actions;

WHEREAS, the Lead Plaintiff filed an Amended Complaint in these consolidated class actions on July 21, 2008 into which all claims previously made in the related class actions were subsumed;

WHEREAS, the Defendants moved to dismiss said Amended Complaint on September 25, 2008;

WHEREAS, although this action was commenced as a purported class action, and the Amended Complaint purports to assert claims on behalf of a defined class, this action has not been certified as a class action under Fed. R. Civ. P. 23;

WHEREAS, the Lead Plaintiff and its counsel have conferred and agree to voluntarily dismiss, with prejudice, this action and the Amended Complaint they filed on July 21, 2008;

WHEREAS, Defendants stipulate to this dismissal; and

WHEREAS, because a class has not been certified, no prejudice to absent putative class members will result from dismissal of the Amended Complaint.

THEREFORE, the parties, through their respective undersigned counsel, hereby stipulate and agree:

1. The Lead Plaintiff and the Defendants submit this Joint Stipulation of Voluntary Dismissal pursuant to Rule 41(a) of the Federal Rules of Civil Procedure to request that the Court dismiss this consolidated class action and all related class actions consolidated herein.

2. This consolidated class action, and the Amended Complaint into which the claims in the related class actions were subsumed, will be dismissed with prejudice. Lead Plaintiff and the Lead Plaintiff's Counsel and Liaison Counsel that Lead Plaintiff has appointed agree not to file a further amended pleading or to seek further review or appeal in connection with this consolidated class action.

3. Lead Plaintiff and Defendants will bear their own costs and attorneys' fees, and also agree to waive any potential claims against each other or their counsel for malicious prosecution, abuse of process, violation of Federal Rule of Civil Procedure 11, or any other claim (including unknown claims), arising out of or in any way related to, or in connection with the institution, prosecution, assertion or resolution of this action.

4. This Joint Stipulation of Voluntary Dismissal shall not constitute or imply any admission or concession regarding the basis for the allegations in the Amended Complaint or the merits of any claim or defense raised in this action.

IT IS SO STIPULATED.

DATED: December 16, 2008

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CERTIFICATE OF SERVICE

I hereby certify that this document(s) filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) on December 16, 2008.

/s/Adam M. Stewart

Adam M. Stewart